

## CONSTITUTION AND BY-LAWS OF THE WILSON ORNITHOLOGICAL SOCIETY\*

The Constitution and By-Laws of the Wilson Ornithological Society were adopted 29 December 1930, and amended by the Executive Council on 11 August 1945 and 12 June 1975. The revised Constitution and Bylaws were approved by the membership on 29 November 1946, and amended September, 1951 (mail ballot), 9 April 1955, and most recently on 5 June 1976.

### CONSTITUTION

#### ARTICLE I

##### NAME AND OBJECTIVE

*Section 1.*—The organization shall be known as the "Wilson Ornithological Society." It shall be registered under that name as a Corporation in an appropriate state, fulfilling any requirements for incorporation under the laws of that state. If the state in which the Corporation is registered should impose new requirements that conflict with the objectives or the financial means of the Society, the Board of Directors of the Corporation may dissolve the Corporation and reincorporate under the laws of another state.

*Section 2.*—The objective of the Wilson Ornithological Society shall be to advance the science of ornithology and to secure cooperation in measures tending to this end by uniting in a group such persons as are interested herein, facilitating personal intercourse among them, and providing for the publication of the information that they secure.

*Section 3.*—The official organ of the Society shall be *The Wilson Bulletin*. It shall be sent to all members not in arrears for dues.

#### ARTICLE II

##### MEMBERSHIP

*Section 1.*—The membership of this society shall consist of five classes: Active Members, Sustaining Members, Life Members, Patrons, and Honorary Members.

*Section 2.*—Any person who is in sympathy with the objective of this society may be nominated for membership. Nominations and applications for membership shall be made through the Secretary. Applications for membership shall be endorsed by at least one member. Members shall be elected at the annual meeting by a majority of the members present. Nominations presented in the interim between annual meetings shall be received and confirmed by the Secretary, subject to ratification at the next annual meeting.

*Section 3.*—The Executive Council shall determine the amount of the dues for Active and Sustaining Members, of institutional subscriptions to *The Wilson Bulletin*, and of payments into the endowment fund of the Society to qualify for the classes of Life Member and Patron. Persons desiring to become Life Members or Patrons may, if they wish, pay one quarter of the amount set for these classes into the endowment fund in four consecutive annual installments. They are then exempt from further dues. Upon the unanimous recommendation of the Executive Council, honorary membership may be conferred by the Society by a three-fourths vote at any annual meeting.

\* Incorporated under the laws of the State of Illinois on 16 October 1944.

*Section 4.*—All members shall be entitled to vote and to hold office.

*Section 5.*—All annual dues for the ensuing year shall be due on January 1. Any member in arrears for dues shall be dropped from the roll of members, providing that two notices of delinquency, with an interval of at least two months between them, shall have been sent to such member.

### ARTICLE III

#### OFFICERS

*Section 1.*—The officers of this society shall be a President, a First Vice-President, a Second Vice-President, a Secretary, a Treasurer, and an Editor. The duties of these officers shall be those usually pertaining to their respective offices.

*Section 2.*—All officers and elected members of the Executive Council, except the Editor, shall be elected at the annual meeting by ballot of the members. By the unanimous consent of the members, the Secretary may cast one ballot, representing the unanimous vote of the members present. A nominating committee composed of three or more members shall be appointed by the President at the beginning or in advance of the annual meeting, which shall offer nomination of officers and elected members of the Executive Council to serve the Society during the ensuing year. Nominations may also be made by any member in good standing from the floor. The Editor shall be elected annually by the Executive Council.

*Section 3.*—If no annual meeting can be held, election of officers may be conducted by a mail ballot.

*Section 4.*—The President and the two Vice-Presidents shall hold office for one year or until their successors are elected, and shall be eligible for re-election for a second year. Upon retirement of the President, the First Vice-President shall be nominated for President and the Second Vice-President for First Vice-President, unless otherwise determined by the Nominating Committee. The Secretary, Treasurer, and Editor are eligible for re-election indefinitely. Terms of office shall begin at the close of the meeting at which the officers were elected.

*Section 5.*—The officers of the Society, all past Presidents of the Society, and three additional members who shall be elected by ballot of the Society, shall constitute an Executive Council. The term of office for the three elected members of the Executive Council shall be three years without re-election, with terms staggered so that the term of one member expires each year. The Executive Council shall also constitute the Board of Directors of the Corporation. The business of the Society not otherwise provided for shall be in the hands of the Executive Council, which shall pass upon any urgent matters that cannot be deferred until the next annual meeting. Five members of the Council shall constitute a quorum.

*Section 6.*—Vacancies in the staff of officers, occurring by death, resignation, or otherwise, shall be filled by appointment of The Executive Council, but the person so appointed shall hold office only until the close of the next annual meeting of the Society, except in event of his election to that office by members of the Society.

### ARTICLE IV

#### MEETINGS

*Section 1.*—The Executive Council shall determine the time and place of regular annual meetings of the Society.

*Section 2.*—Twenty-five (25) members shall constitute a quorum for the transaction of business at regular annual meetings.

**ARTICLE V**

## ACCOUNTS

*Section 1.*—A committee shall be appointed annually by the President to audit the accounts of the Treasurer.

*Section 2.*—The proper care of an Endowment Fund shall be provided for by a Board of Trustees. This Board shall consist of three members appointed by the President.

**ARTICLE VI**

## AMENDMENTS

*Section 1.*—This constitution may be amended at any regular annual meeting by two-thirds vote of the members present, provided that the amendment has been proposed at the preceding annual meeting or has been recommended by a two-thirds vote of the Executive Council, and a copy has been sent to every member of the Society at least one month prior to the date of action.

**ARTICLE VII**

## BYLAWS

*Section 1.*—Bylaws may be adopted or repealed at any annual meeting by a majority vote of the members present, provided that a copy of the suggested changes has been mailed to every member of the Society at least one month prior to the regular annual meeting.

**BYLAWS**

1. Notice of all meetings of the Society shall be sent to all members at least one month in advance of the date of the meeting.
2. The time and place of the business session shall be published prior to the opening session of the annual meeting.
3. A scientific program committee and a local committee on arrangements for the annual meeting shall be appointed by the President at least ninety days in advance of the meeting.
4. A committee on resolutions shall be appointed by the President at the beginning or in advance of the annual meeting.
5. The accumulation and care of a Wilson Ornithological Society library shall be provided for. A library committee shall be appointed annually by the President.
6. The Executive Council shall have power to expel any person found unworthy of membership in the Society.
7. The fiscal year of this Society shall be the calendar year.
8. The agenda at regular annual meetings shall include:
  - a. Calling of meeting to order by the President.
  - b. Reading and approval of minutes of the previous meeting.
  - c. Reports of officers.
  - d. Appointment of temporary committees.
  - e. Election of members.
  - f. Business.
  - g. Reports of committees.

- h. Election of officers.
  - i. Adjournment.
9. The rules contained in Robert's Rules of Order shall govern the Society in all cases to which they are applicable and in which they are consistent with the Constitution and Bylaws of the Society.
  10. This constitution and bylaws may also be amended by mail ballot provided that the amendment has been recommended by a two-thirds vote of the Executive Council, and a copy has been sent to every voting member of the Society at least two months prior to the date of action.